

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX #

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

McGuireWoods LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

\$815.00

(4) STREET ADDRESS LINE NO. 1

c/o James U. Troup

(5) STREET ADDRESS LINE NO. 2

1050 Connecticut Ave., N.W., Suite 1200

(6) CITY

Washington, D.C.

(7) STATE

(DC)

(8) ZIP CODE

20036

-5317

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-857-1702

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0005-8579-17

(12) PAYER (TIN)

52-0505857

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

Mutual Telephone Company

(14) STREET ADDRESS LINE NO. 1

339 1st Ave., NE

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Sioux Center

(17) STATE

IA

(18) ZIP CODE

51250

(19) DAYTIME TELEPHONE NUMBER (include area code)

712-722-3451

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0002594190

(22) APPLICANT (TIN)

L00001184

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

CUT

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

\$815.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, Adrian B. Copiz

, certify under penalty of perjury that the foregoing and supporting information is true and correct to
the best of my knowledge, information and belief.

SIGNATURE

DATE Dec. 31, 2001

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION

☐ MASTERCARD☐ VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE

DATE

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT**SECTION BB - ADDITIONAL APPLICANT INFORMATION**

(13) APPLICANT NAME

Northern Iowa Telephone Company

(14) STREET ADDRESS LINE NO. 1

339 1st Ave., NE

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Sioux Center

(17) STATE

IA

(18) ZIP CODE

51250

(19) DAYTIME TELEPHONE NUMBER (include area code)

712-722-3451

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0002595858

(22) APPLICANT (TIN)

L00001185

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE**SECTION CC - PAYMENT INFORMATION**

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

MCGUIREWOODS LLP

VENDOR: FECOCO

CHECK NO.: 48572

REF. #	INV. #	DATE	INVOICE AMOUNT	INVOICE DESCRIPTION	AMOUNT PAID
947324	123101	12-31-01	815.00	Return check to G. McDowell- Washington Office- CM 2035078-0001 Filing Fee, Domestic 214 Application	815.00

Total Amount of Check: 815.00

THIS CHECK IS VOID WITHOUT A BLUE & GREEN BACKGROUND AND AN ARTIFICIAL WATERMARK CERTIFICATION SEAL ON THE BACK. HOLD AT ANGLE TO VIEW SEAL.

CHECK DATE
12/31/01Bank of America
Atlanta, GA

VOID AFTER 180 DAYS

**McGUIREWOODS
BATTLE & BOOTHE LLP**
ONE JAMES CENTER
901 EAST CARY STREET
RICHMOND, VA 23219-4030
www.mcguirewoods.com

CHECK NO. 48572

68-1
510

CHECK AMOUNT

*****815.00

EIGHT HUNDRED FIFTEEN AND 00/100 Dollars

PAY
TO THE
ORDER
OF

Federal Communications
Commission
445 12th St. S.W.
Washington, DC 20554

TWO SIGNATURES REQUIRED IF OVER \$10,000.00

Robert D. Krueger
AUTHORIZED SIGNATURE

SIGNATURE HAS A COLORED BACKGROUND • BORDER CONTAINS MICROPRINTING

⑈48572⑈

⑈061112788⑈ 003299809972⑈

McGuireWoods LLP
Washington Square
1050 Connecticut Avenue N.W.
Suite 1200
Washington, DC 20036-5317
Phone: 202.857.1700
Fax: 202.857.1737
www.mcguirewoods.com

McGUIREWOODS

December 31, 2001

Via Hand Delivery

Federal Communications Commission
Common Carrier Bureau
P.O. Box 358145
Pittsburgh, PA 15251-5115

Re: Domestic Section 214 Application of Mutual Telephone Company (FRN 0002594190) and Northern Iowa Telephone Company (FRN 0002595858)

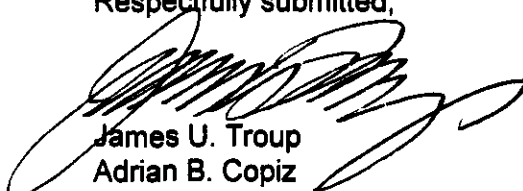
Dear Sir or Madam:

Mutual Telephone Company (FRN 0002594190) and Northern Iowa Telephone Company (FRN 0002595858), by their attorneys, hereby submit for filing one original and five copies of their domestic section 214 application for the transfers of control of Northern Iowa Telephone Company and its wholly-owned subsidiaries, Webb-Dickens Telephone Corporation and Vernon Communications and TV, Inc. This application is being filed in accordance with the procedures described in Public Notice DA 01-1654 (rel. July 20, 2001). Enclosed is a Form 159 and a check payable to the Federal Communications Commission in the amount of \$815.00 to cover the filing fee. Also, provided as Exhibit B of the application is a certification pursuant to Rules 1.2001 through 1.2003.

A request for confidential treatment of Exhibit A to the enclosed domestic section 214 application is also being filed contemporaneously herewith. The Stock Purchase Agreement that is included as Exhibit A is submitted in a separate sealed envelope marked "Confidential and Proprietary".

Acknowledgement and date of receipt of this filing is requested. A duplicate of this application is provided for this purpose. Should you have any questions concerning this matter, please do not hesitate to contact James U. Troup at 202-857-1702 or Adrian B. Copiz at 202-857-1724.

Respectfully submitted,



James U. Troup
Adrian B. Copiz

Counsel for Mutual Telephone Company
and Northern Iowa Telephone Company

Enclosures

Cc: Tracey Wilson, Policy and Program Planning Division

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)

Application of MUTUAL TELEPHONE)
COMPANY and NORTHERN IOWA)
TELEPHONE COMPANY for Transfers)
of Control of Northern Iowa Telephone)
Company and its Wholly-owned)
Subsidiaries, Webb-Dickens Telephone)
Corporation and Vernon Communications)
and TV, Inc.)

File No. _____

0002-1

To: The Common Carrier Bureau

DOMESTIC SECTION 214 APPLICATION

Mutual Telephone Company ("Mutual") and Northern Iowa Telephone Company ("Northern Iowa") hereby request authority, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, to transfer control of the domestic, interstate operations of Northern Iowa and its wholly-owned subsidiaries, Webb-Dickens Telephone Corporation ("Webb-Dickens") and Vernon Communications and TV, Inc. ("Vernon"). This application is being filed in accordance with the procedures described in Public Notice, DA 01-1654 (rel. July 20, 2001).

1. Description of the Transaction and the Parties Involved

Mutual has entered into an agreement with Northern Iowa to acquire all of the capital stock of Northern Iowa. As a result of the transaction, Northern Iowa will become a wholly-owned subsidiary of Mutual, and Webb-Dickens and Vernon will become indirect subsidiaries of Mutual. The transaction is scheduled to close on March 1, 2002.

There are four individual stockholders of Northern Iowa, and each of the four individuals has agreed to the transaction. The shareholders and their respective ownership percentages held are as follows: Bruce H. Vernon (35.77%); Jane A. Korver (35.75%); Ross K. Vernon (14.43%); and, Velma J. Vernon (14.05%).

The address, telephone number, and fax number of Mutual, Northern Iowa, Webb-Dickens, and Vernon are as follows:

339 1st Avenue, NE
Sioux Center, Iowa 51250
Tel: 712-722-3451
Fax: 712-722-1113

2. Description of the Type of Services the Parties Provide and the Locations where those Services are Provided

Mutual is an incumbent local exchange carrier that provides a wide array of communications services to the public in northwest Iowa. The services provided include local service, cellular, cable television, Internet, and other advanced telecommunications services such as providing telephone systems, CENTREX, voice mail, and customer calling services.

Northern Iowa is also an incumbent local exchange carrier. Northern Iowa provides a wide array of telecommunications services to the public in northern Iowa. The services provided include local service, cellular, and advanced telecommunications services.

Webb-Dickens is also an incumbent local exchange carrier that provides a wide array of telecommunications services to the public in northern Iowa. The services provided include local service, cellular, and advanced telecommunications services.

Vernon provides a variety of telecommunications services to the public in northern Iowa. The services provided include cable television and long distance.

3. Other Applications Pending or to be Filed with the Commission Related to the Same Transaction

Three other applications are being filed with the Commission as part of the transaction described herein. Mutual and Northern Iowa will be filing an International Section 214 Application with the International Bureau. Also, two applications are being filed with the Wireless Bureau to transfer control of licenses.

Mutual and Northern Iowa are filing an application with the Wireless Bureau for Northern Iowa to transfer the control of five (5) PCS Broadband licenses and one (1) commercial paging license from Northern Iowa's current shareholders to Mutual. The call signs for the PCS Broadband licenses are as follows: WPOL774; WPOL775; WPOL776; WPOL777; and, WPOL800. The call sign for the paging license is KWT871.

Mutual and Webb-Dickens are filing application with the Wireless Bureau for Webb-Dickens to transfer the control of two (2) PCS Broadband licenses from Northern Iowa's current shareholders to Mutual. The call signs for the PCS Broadband licenses are WPOL808 and WPOL809.

4. Copy of the Relevant Agreement

Attached hereto as Exhibit A is a copy of the Stock Purchase Agreement.

5. Public Interest, Convenience, and Necessity

By granting this application, the Commission will serve the public interest, convenience, and necessity. This transaction will increase the efficiency in the operation of Northern Iowa and its subsidiaries and make these companies stronger competitors in the market for the provision of telecommunications services. As a consequence, this

transaction will improve the telecommunications services to rural areas and small towns in Iowa by offering greater choices to a broader customer base.

By combining the financial resources and managerial expertise of Mutual, Northern Iowa, and Webb-Dickens, the proposed transfer of control will create a stronger competitor that is better able to serve the public. Competition will benefit U.S. consumers by increasing service options and lowering prices. Also, grant of the instant application will ensure a smooth transition that will avoid an adverse impact on these telephone operations. Thus, the public interest, convenience, and necessity will be served by the grant of Section 214 authority.

6. Certification Pursuant to Rules 1.2001 through 1.2003

Attached hereto as Exhibit B is a signed and notarized certification pursuant to Rules 1.2001 through 1.2003.

7. Request for Expedited Treatment

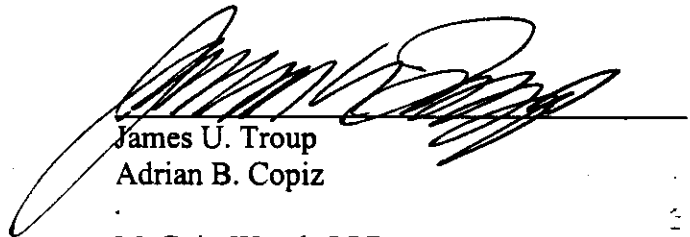
Mutual and Northern Iowa respectfully request that the Commission expedite the comment cycles pursuant to sections 63.52(b)-(c) of the Commission's Rules, 47 C.F.R. § 63.52(b)-(c), and the procedures described in Public Notice, DA 01-1654 (rel. July 20, 2001). Granting expedited treatment of this application will further the public interest by ensuring that the transaction is completed by March 1, 2002, which will ensure a smooth transition, thereby avoiding an adverse impact on the telephone operations and the services being provided to the public.

Conclusion

In conclusion, Mutual and Northern Iowa certify that all of the information in this application is accurate and correct. Furthermore, Mutual and Northern Iowa submit that

the information provided herein demonstrates that the public interest, convenience, and necessity would be served by the grant of Section 214 authority. The combined company will offer a full range of services and will provide increased choice to consumers for competitively priced domestic, interstate, interexchange telecommunications services. Therefore, Mutual and Northern Iowa respectfully request that the Commission grant the requested Section 214 authority as described herein.

Respectfully submitted,



James U. Troup
Adrian B. Copiz

McGuireWoods LLP
Washington Square
1050 Connecticut Ave., N.W., Suite 1200
Washington, D.C. 20036-5317
Tel: 202-857-1700
Fax: 202-857-1737

Counsel for Mutual Telephone Company
and Northern Iowa Telephone Company

Dated: December 31, 2001

EXHIBIT A

Stock Purchase Agreement

Confidential

CONFIDENTIAL EXHIBIT A
SUPPORT FOR CONFIDENTIAL TREATMENT OF
CONFIDENTIAL EXHIBIT A

In the Matter of)
)
Application of MUTUAL TELEPHONE) File No. _____
COMPANY and NORTHERN IOWA)
TELEPHONE COMPANY for Transfers)
of Control of Northern Iowa Telephone)
Company and its Wholly-owned)
Subsidiaries, Webb-Dickens Telephone)
Corporation and Vernon Communications)
and TV, Inc.)

As the information contained in this exhibit is proprietary and confidential in nature, Mutual Telephone Company and Northern Iowa Telephone Company (the "Applicants") respectfully request that the Commission treat this exhibit confidentially in accordance with 47 C.F.R. Sec. 0.459. In support of its request for confidentiality, the Applicants provide the following information:

1. The Applicants seek confidential treatment for the Stock Purchase Agreement being provided as Exhibit A in association with the Applicants' Domestic Section 214 Application.
2. The confidential information is not being filed voluntarily, but as by the procedures described in Public Notice, DA 01-1654 (rel. July 20, 2001).
3. The information is proprietary and confidential commercial and financial data that is specific to the Applicants.
4. The confidential information concerns services that are subject to competition, namely, telecommunications services. Such services, as rendered by the Applicants, are currently undergoing significant degrees of competition through offerings by a wide variety of telecommunications service providers and it is, therefore, critical that the Applicants protect any information that may provide an advantage to competitors.
5. Disclosure of the confidential information would likely result in substantial competitive harm to the Applicants. This information could be utilized by competitors to determine means by which to decrease and/or limit the market share and revenues of the Applicants, elements critical to the successful execution of the Applicants' business plans.

6. The Applicants have maintained the confidential information within their internal electronic and non-electronic databases, which are subject to the their premises and computer security measures. The Applicants have not previously shared this data and have instructed their counsel to maintain its confidentiality.

7. To the knowledge of the Applicants, the confidential information has not been made available to the public or to any third parties.

8. The confidential information should not be made available to the public at anytime, whether during the proceedings or at anytime thereafter. Doing so would allow competitors to access information that would aid them in developing strategies potentially undermining the Applicants' competitive efforts. Even gaining access to such information after the conclusion of this proceeding could allow competitors to use it against the Applicants' interests.

9. The Applicants, by their counsel, believe the information provided above is sufficient for granting confidential treatment of the Stock Purchase Agreement contained in Confidential Exhibit A. Therefore, for these reasons, the Applicants respectfully request that the information contained in Confidential Exhibit A be given confidential treatment and not be made routinely available for public inspection.

James U. Troup
Adrian B. Copiz

McGuireWoods LLP
Washington Square
1050 Connecticut Ave., N.W., Suite 1200
Washington, D.C. 20036-5317
Tel: 202-857-1700
Fax: 202-857-1737

Counsel for Mutual Telephone Company
and Northern Iowa Telephone Company

EXHIBIT B

Certification

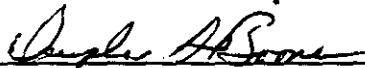
CERTIFICATION

STATE OF IOWA


COUNTY OF SIOUX

My name is Douglas A. Boone. I am the Chief Operating Officer of Mutual Telephone Company, and I am authorized and competent to make this certification on behalf of Mutual Telephone Company, Northern Iowa Telephone Company, and all the parties to the Domestic Section 214 Application as defined by Section 1.2002(b) of the Commissions Rules.

To the best of my knowledge and belief Mutual Telephone Company, Northern Iowa Telephone Company, and all the parties to the Domestic Section 214 Application are not subject to denial of Federal benefits that include FCC benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. 21 U.S.C. § 862.


Douglas A. Boone

SWORN AND SUBSCRIBED before me on this 24th day of December, 2001.


Notary Public in and for the
State of Iowa

My commission-expires: _____

